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**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

ROBERT DUVAL, Individually and on : Civil Action No. No. 2:2012-
Behalf of All Others Similarly Situated, : cv-5109 (SRC-CLW)
Plaintiff, : Honorable Stanley R. Chesler

vs.

PAR PHARMACEUTICAL COMPANIES, : Return Date: September 17,
INC., PETER S. KNIGHT, PATRICK G. : 2012, or such earlier date as may
LEPORE, RONALD M. NORDMANN, : be set by the Court

THOMAS P. RICE, MELVIN SHAROKY, :
JOSEPH E. SMITH, PATRICK J. :
ZENNER, TPG CAPITAL, L.P., SKY : (Oral Argument Requested)
GROWTH HOLDINGS CORPORATION, :
and SKY GROWTH ACQUISITION :
CORPORATION, :

Defendants : **CERTIFICATION OF
SANDRA C. GOLDSTEIN**

: *Document Electronically Filed*
:

SANDRA C. GOLDSTEIN, being of full age, certifies as follows:

1. I am a Member of the law firm of Cravath, Swaine & Moore LLP, and counsel for Defendants Peter S. Knight, Ronald M. Nordmann, Thomas P. Rice, Melvin Sharoky, Joseph E. Smith and Patrick J. Zenner. I submit this Certification to the Court in support of Defendants' Opposition to Plaintiffs' Motion by Order to Show Cause for Expedited Discovery, and Defendants' Motion to Proceed in One Jurisdiction.

2. Attached hereto as Exhibit A is a true and correct copy of the Verified Amended Consolidated Class Action Complaint in In re Par Pharmaceutical Companies, Inc. Shareholders Litigation, C.A. No. 7715-VCP (Del. Ch.).

3. Attached hereto as Exhibit B is a true and correct copy of Vice Chancellor Parsons' August 2, 2012 Order of Consolidation And Appointment of Lead and Liaison Counsel, filed in the Delaware Action.

4. Attached hereto as Exhibit C is a true and correct copy of Vice Chancellor Parsons' August 14, 2012 Amended Order of Consolidation and Organization of Plaintiffs' Counsel, filed in the Delaware Action.

5. Attached hereto as Exhibit D is a true and correct copy of the Class Action Complaint in Wilkinson v. LePore, No. C-229-12 (N.J. Super. Ct. Ch. Div.).

6. Attached hereto as Exhibit E is a true and correct copy of Plaintiff Duvall's Class Action Complaint in Duvall v. Par Pharmaceutical Companies, Inc., No. C-226-12 (N.J. Super. Ct. Ch. Div.).

7. Attached hereto as Exhibit F is a true and correct copy of Plaintiff Duvall's August 13, 2012 Letter to the Superior Court of New Jersey, withdrawing the action he filed there.

8. Attached hereto as Exhibit G is a true and correct copy of Par Pharmaceutical Company's Preliminary Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934, August 2, 2012.

9. Defendants intend to make a timely motion to dismiss the complaint in this action.

I certify under penalty of perjury that the foregoing is true and correct.


SANDRA C. GOLDSTEIN

Executed on August 19, 2012